

**UNITED STATES DISTRICT COURT  
DISTRICT OF SOUTH CAROLINA  
SPARTANBURG DIVISION**

JANE DOES 1-9,

Plaintiffs,

v.

COLLINS MURPHY, LIMESTONE  
COLLEGE, MG FREESITES, LTD., d/b/a  
PORNHUB.COM, and HAMMY MEDIA  
LTD. d/b/a XHAMSTER.COM,

Defendants.

CASE NO. 7:20-CV-00947-DCC

**DECLARATION OF MARC E. MAYER**

I, Marc E. Mayer, hereby declare as follows:

1. I am an attorney at law, duly licensed to practice law in the State of California. I have been admitted on a *pro hac vice* basis to practice before this Court in connection with this matter. I am, through my professional corporation, a partner of the law firm Mitchell Silberberg & Knupp LLP, counsel of record for Defendant MG Freesites Ltd (“MG Freesites”) in this action. I am also counsel of record to named Defendants Mindgeek S.a.r.l., Mindgeek USA, Inc. and MG Billing, Ltd. for the limited purpose of filing a motion to dismiss those entities in this case for lack of personal jurisdiction and plaintiffs’ failure to adequately state a claim against them, pursuant to Federal Rules of Civil Procedure 12(b)(2) and 12(b)(6). I make the following declaration in support of that motion, and to summarize relevant correspondence and prior agreements between the parties’ counsel to date. I make all of the following statements of my own personal knowledge and, if called as a witness, could and would testify competently thereto.

2. Plaintiffs' initial Complaint in this lawsuit was filed on March 4, 2020 (ECF 1) and amended on March 18, 2020 (ECF 5). Both of these pleadings named "Mindgeek Holding SARL a/k/a Mindgeek USA INC., d/b/a/ Pornhub.com" as a defendant.

3. On or about June 12, 2020, Plaintiffs' counsel of record in this matter, Josh Salley and Edward Bell, contacted me to ask whether I would accept service of their most recent pleading on behalf of the entity then named in the Complaint.

4. I held a telephone conference with Mr. Salley and Mr. Bell on June 19, 2020. In that telephone call, Mr. Salley and Mr. Bell explained that they represented a number of plaintiffs alleging claims regarding content that was allegedly uploaded to an adult website, pornhub.com.

5. In turn, I explained that, to my knowledge, "Mindgeek Holding SARL" was not an existing entity. I also explained that "Mindgeek USA, Inc." was an existing entity, but that it was not a proper party in their case because it did not own, operate, or have any substantive connection or nexus to the pornhub.com website. Specifically, I explained that MindGeek USA, Inc.'s activities are limited to distribution (i.e. on DVDs) of professionally produced adult content. I informed Mr. Salley and Mr. Bell that Mindgeek USA, Inc. had been erroneously sued in the past in connection with pornhub.com, and that that entity had previously filed a declaration, on the public docket, explaining they were not connected to pornhub.com.

6. I offered a solution to cut through needless procedural and jurisdictional fights and motions practice: I would identify and waive service on behalf of the proper entity for claims arising out of alleged pornhub.com content (*i.e.*, MG Freesites, Ltd.) if Plaintiffs' counsel agreed to dismiss the improperly named parties. Plaintiffs' counsel tentatively agreed, subject to further internal investigation.

7. After the June 19 call, I did not hear from Plaintiffs' counsel for several weeks. On July 13, 2020, I sent an email to Mr. Salley and Mr. Bell inquiring as to the status of their filing an amended complaint naming MG Freesites, Ltd. and sending a waiver of service as discussed and agreed. At this point, the 90-day deadline for service had already passed, but as a show of good faith and desire to move forward, I agreed to abide by the agreement already reached by the parties in June.

8. Mr. Salley responded shortly thereafter to my email by sending me a draft Amended Complaint naming not only MG Freesites, Ltd., but also "Mindgeek Holding SARL" and "Mindgeek USA, Inc" – with each entity listed as a "d/b/a" of the other. Mr. Salley stated the inclusion of the additional entities was just a "precaution" but that "once the waiver of service is filed [regarding MG Freesites], we can go ahead and stipulate dismissal of the remaining MG entities."

9. I replied to Mr. Salley and reiterated my position that it was not appropriate to name entities that did not exist and did not operate or own the website at issue. A true and correct copy of the above-described email communications are attached to this declaration as **Exhibit A**.

10. On July 14, 2020, Mr. Salley offered to amend to proceed against MG Freesites, Ltd. alone, provided that Mindgeek USA, Inc. agreed to enter into a tolling agreement and MG Freesites, Ltd. still agreed to waive service and participate in the lawsuit. Over the next two days, while the parties finalized the tolling agreement, Plaintiffs filed an amended complaint naming MG Freesites, Ltd. and I returned a waiver of service on behalf of that entity. Attached as **Exhibit B** is a true and correct copy of the above-described email communications.

11. Between July 16, 2020 and November 8, 2021, Plaintiffs' counsel made no further mention of Mindgeek USA, Inc. or any plans to revisit the agreement we had made. Neither was any discovery requested or served regarding Mindgeek USA, Inc.

12. On November 8, 2021, despite the above-described agreement between counsel, Mr. Salley sent a short email to most, but not all, counsel of record in the case informing them of Plaintiffs' intention to amend their Complaint to add Defendants. Mr. Salley attached a draft amended complaint to this message and sought consent for the amendment. Mr. Salley did not include me on this email, but it was subsequently forwarded to me.

13. I responded to Mr. Salley's email the next day and again explained that Mindgeek USA, Inc. was not a proper party. Mr. Salley responded by saying he looked forward to reading my opposition papers.

\*\*\*\*\*

14. I also attach as **Exhibit C** what I am informed is a true and correct copy of a Greek-language Court Order from the District Court of Nicosia, Cyprus. Along with this document is a certified English translation thereof, which was produced by a professional translation service hired by my office.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Executed on this 14th day of November, 2022 at Calabasas, California.

  
\_\_\_\_\_  
Marc E. Mayer

# EXHIBIT A

## Melara, Suguey

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**From:** Mayer, Marc  
**Sent:** Monday, July 13, 2020 12:56 PM  
**To:** 'Joshua Salley'; Patricia Stephenson  
**Cc:** Steinberg, David  
**Subject:** RE: Jane Does 1-9 vs. Collin Murphy et al.

Josh –

Thanks for getting back to me on this.

I am a bit confused by the language of the Second Amended Complaint.

As discussed, MindGeek USA Inc. has nothing to do with the Pornhub website, and is not a d/b/a or a/k/a of MG Freesites. MG Holdings USA Corp. does not exist and likewise is not an a/k/a of either of the above. Right now, you have both of these parties as a/k/a's of MG Freesites in the caption.

Also, Paragraph 16 is inconsistent with the caption and does not make reference to MG Freesites, Ltd. Moreover, MG Freesites is not a Canadian company with its headquarters in Woodland Hills. It is a Cyprus company.

I suggest that you remove all reference to the other companies and amend Paragraph 16 so that it is accurate. Since MindGeek has not filed an Answer, you do not need a stipulation to dismiss these entities. Since I have informed you that none of the other companies has any involvement with Pornhub, we believe that, consistent with your obligations under Rule 11, you are obligated not to include them in your amended complaint. As discussed, we will agree that the dismissal is without prejudice.

Thanks.



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**Marc Mayer | Partner, through his professional corporation**

T: 310.312.3154 | [mem@msk.com](mailto:mem@msk.com)

**Mitchell Silberberg & Knupp LLP | [www.msk.com](http://www.msk.com)**

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---

**From:** Joshua Salley <[JSalley@edbelllaw.com](mailto:JSalley@edbelllaw.com)>  
**Sent:** Monday, July 13, 2020 12:38 PM  
**To:** Mayer, Marc <[MEM@msk.com](mailto:MEM@msk.com)>; Patricia Stephenson <[pstephenson@edbelllaw.com](mailto:pstephenson@edbelllaw.com)>  
**Subject:** [EXTERNAL] RE: Jane Does 1-9 vs. Collin Murphy et al.

-EXTERNAL MESSAGE-  
Marc,

I was just getting ready to reach out. I plan to file the amended complaint today. Please find the draft attached. We have added in the correct entity, MG Freesites, Ltd. As you can see, the other MG entities remain. This is only a precaution, once the waiver of service is filed, we then can go ahead and stipulate dismissal of the remaining MG entities. Does that work? Please let me know.

Best,

Josh

---

**From:** Mayer, Marc [<mailto:MEM@msk.com>]  
**Sent:** Monday, July 13, 2020 3:31 PM  
**To:** Joshua Salley <[JSalley@edbelllaw.com](mailto:JSalley@edbelllaw.com)>; Patricia Stephenson <[pstephenson@edbelllaw.com](mailto:pstephenson@edbelllaw.com)>  
**Subject:** RE: Jane Does 1-9 vs. Collin Murphy et al.

Joshua –

I wanted to follow up on our telephone conference last month.

I understood from our call that you would be filing an amended complaint that replaces the current (nonexistent) MindGeek defendants with MG Freesites, Ltd., and that after filing the amended complaint you would be sending us a waiver of service for MG Freesites. However, to date it does not appear that an amended complaint has been filed.

Do you still intend to proceed against MG Freesites? If so, when can we expect that your amended complaint will be filed?

Thanks.



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**Marc Mayer | Partner, through his professional corporation**

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---

**From:** Joshua Salley <[JSalley@edbelllaw.com](mailto:JSalley@edbelllaw.com)>  
**Sent:** Friday, June 19, 2020 11:16 AM  
**To:** Mayer, Marc <[MEM@msk.com](mailto:MEM@msk.com)>; Patricia Stephenson <[pstephenson@edbelllaw.com](mailto:pstephenson@edbelllaw.com)>  
**Subject:** [EXTERNAL] Re: Jane Does 1-9 vs. Collin Murphy et al.

-EXTERNAL MESSAGE-

Marc,

Sorry for the last minute notice, but you can reach me on our conference bridge line at 843 545 3759.

Myself and Ed will be on the call.

Best,

Josh

Get [Outlook for iOS](#)

---

**From:** Joshua Salley  
**Sent:** Thursday, June 18, 2020 6:09:51 PM  
**To:** 'Mayer, Marc' <[MEM@msk.com](mailto:MEM@msk.com)>; Patricia Stephenson <[pstephenson@edbelllaw.com](mailto:pstephenson@edbelllaw.com)>  
**Subject:** RE: Jane Does 1-9 vs. Collin Murphy et al.

Give me a call on my cell phone in case I am not in the office. My cell is (954) 614-6895.

Thanks,

Josh

---

**From:** Mayer, Marc [<mailto:MEM@msk.com>]  
**Sent:** Thursday, June 18, 2020 3:34 PM  
**To:** Joshua Salley <[JSalley@edbelllaw.com](mailto:JSalley@edbelllaw.com)>; Patricia Stephenson <[pstephenson@edbelllaw.com](mailto:pstephenson@edbelllaw.com)>  
**Subject:** RE: Jane Does 1-9 vs. Collin Murphy et al.

I will call you then. What is the best number to reach you?



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T: 310.312.3154 | [mem@msk.com](mailto:mem@msk.com)

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---

**From:** Joshua Salley <[JSalley@edbelllaw.com](mailto:JSalley@edbelllaw.com)>  
**Sent:** Thursday, June 18, 2020 12:26 PM  
**To:** Mayer, Marc <[MEM@msk.com](mailto:MEM@msk.com)>; Patricia Stephenson <[pstephenson@edbelllaw.com](mailto:pstephenson@edbelllaw.com)>  
**Subject:** [EXTERNAL] RE: Jane Does 1-9 vs. Collin Murphy et al.

-EXTERNAL MESSAGE-

Marc,

Noon your time, 3pm my time, works great. Talk to you then!

Best,



Josh

---

**From:** Mayer, Marc [<mailto:MEM@msk.com>]  
**Sent:** Thursday, June 18, 2020 3:25 PM  
**To:** Joshua Salley <[JSalley@edbelllaw.com](mailto:JSalley@edbelllaw.com)>; Patricia Stephenson <[pstephenson@edbelllaw.com](mailto:pstephenson@edbelllaw.com)>  
**Subject:** RE: Jane Does 1-9 vs. Collin Murphy et al.

Josh – how about noon my time (3 pm EDT)?



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**Marc Mayer | Partner, through his professional corporation**

T: 310.312.3154 | [mem@msk.com](mailto:mem@msk.com)

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---

**From:** Joshua Salley <[JSalley@edbelllaw.com](mailto:JSalley@edbelllaw.com)>  
**Sent:** Thursday, June 18, 2020 6:54 AM  
**To:** Mayer, Marc <[MEM@msk.com](mailto:MEM@msk.com)>; Patricia Stephenson <[pstephenson@edbelllaw.com](mailto:pstephenson@edbelllaw.com)>  
**Subject:** [EXTERNAL] RE: Jane Does 1-9 vs. Collin Murphy et al.

-EXTERNAL MESSAGE-  
[Marc](#),

Let's plan to chat on Friday. I will be available all day.

Best,

Josh

---

**From:** Mayer, Marc [<mailto:MEM@msk.com>]  
**Sent:** Wednesday, June 17, 2020 8:45 PM  
**To:** Patricia Stephenson <[pstephenson@edbelllaw.com](mailto:pstephenson@edbelllaw.com)>; Joshua Salley <[JSalley@edbelllaw.com](mailto:JSalley@edbelllaw.com)>  
**Subject:** RE: Jane Does 1-9 vs. Collin Murphy et al.

Josh –

Thanks for sending this over.

Are you available for a short call tomorrow or Friday?



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**Marc Mayer | Partner, through his professional corporation**

T: 310.312.3154 | [mem@msk.com](mailto:mem@msk.com)

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---

**From:** Patricia Stephenson <[pstephenson@edbelllaw.com](mailto:pstephenson@edbelllaw.com)>

**Sent:** Friday, June 12, 2020 8:28 AM

**To:** Mayer, Marc <[MEM@msk.com](mailto:MEM@msk.com)>; Joshua Salley <[JSalley@edbelllaw.com](mailto:JSalley@edbelllaw.com)>

**Subject:** [EXTERNAL] Jane Does 1-9 vs. Collin Murphy et al.

-EXTERNAL MESSAGE-

Good morning Mr. Mayer:

I am Josh's paralegal with respect to the above referenced. As per your request, attached please find a copy of the amended complaint.



**Patricia Stephenson**

*Paralegal to*

*J. Edward Bell, III and*

*Lori K. Cromartie*

**219 North Ridge Street**

**Georgetown, SC 29440**

***o:* 843.546.2408**

***f:* 843.546.9604**

**[pstephenson@edbelllaw.com](mailto:pstephenson@edbelllaw.com)**

**[www.BellLegalGroup.com](http://www.BellLegalGroup.com)**

# EXHIBIT B

## Melara, Suguey

---

**From:** Mayer, Marc on behalf of Mayer, Marc <MEM@msk.com>  
**Sent:** Thursday, July 16, 2020 2:09 PM  
**To:** 'Joshua Salley'  
**Cc:** J Edward Bell; Patricia Stephenson; Carter, J. Kenneth; 'Speer, Taylor'; Steinberg, David  
**Subject:** RE: [EXTERNAL] Re: Does 1-9 v. Murphy et al.  
**Attachments:** Waiver of Summons - MG Freesites Ltd.pdf

Josh –

Attached is a signed waiver of service.



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**Marc Mayer | Partner, through his professional corporation**

T: 310.312.3154 | [mem@msk.com](mailto:mem@msk.com)

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---

**From:** Joshua Salley <JSalley@edbelllaw.com>

**Sent:** Thursday, July 16, 2020 9:27 AM

**To:** Mayer, Marc <MEM@msk.com>

**Cc:** J Edward Bell <jeb@edbelllaw.com>; Patricia Stephenson <pstephenson@edbelllaw.com>; Carter, J. Kenneth <KCarter@TurnerPadget.com>; 'Speer, Taylor' <TSpeer@TurnerPadget.com>; Steinberg, David <DAS@msk.com>

**Subject:** RE: [EXTERNAL] Re: Does 1-9 v. Murphy et al.

-EXTERNAL MESSAGE-

Marc,

Thanks again. I have attached the now filed SCA as well as a waiver of service form. Please fill it out and return it to so that I can get it filed. This can all be done electronically. Let me know if you have any further questions or concerns.

Best,

Josh

---

**From:** Mayer, Marc [<mailto:MEM@msk.com>]

**Sent:** Wednesday, July 15, 2020 8:20 PM

**To:** Joshua Salley <[JSalley@edbelllaw.com](mailto:JSalley@edbelllaw.com)>

**Cc:** J Edward Bell <[jeb@edbelllaw.com](mailto:jeb@edbelllaw.com)>; Patricia Stephenson <[pstephenson@edbelllaw.com](mailto:pstephenson@edbelllaw.com)>; Carter, J. Kenneth <[KCarter@TurnerPadget.com](mailto:KCarter@TurnerPadget.com)>; 'Speer, Taylor' <[TSpeer@TurnerPadget.com](mailto:TSpeer@TurnerPadget.com)>; Steinberg, David <[DAS@msk.com](mailto:DAS@msk.com)>

**Subject:** RE: [EXTERNAL] Re: Does 1-9 v. Murphy et al.

Our emails just crossed...

No objection to your filing this SAC, with all rights reserved.



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---

**From:** Joshua Salley <[JSalley@edbelllaw.com](mailto:JSalley@edbelllaw.com)>

**Sent:** Wednesday, July 15, 2020 5:19 PM

**To:** Mayer, Marc <[MEM@msk.com](mailto:MEM@msk.com)>

**Cc:** J Edward Bell <[jeb@edbelllaw.com](mailto:jeb@edbelllaw.com)>; Patricia Stephenson <[pstephenson@edbelllaw.com](mailto:pstephenson@edbelllaw.com)>; Carter, J. Kenneth <[KCarter@TurnerPadget.com](mailto:KCarter@TurnerPadget.com)>; 'Speer, Taylor' <[TSpeer@TurnerPadget.com](mailto:TSpeer@TurnerPadget.com)>; Steinberg, David <[DAS@msk.com](mailto:DAS@msk.com)>

**Subject:** Re: [EXTERNAL] Re: Does 1-9 v. Murphy et al.

-EXTERNAL MESSAGE-

Marc,

Have you had the chance to review the supplied changes?

Best,

Josh

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---

**From:** Joshua Salley

**Sent:** Wednesday, July 15, 2020 6:37:34 PM

**To:** 'Mayer, Marc' <[MEM@msk.com](mailto:MEM@msk.com)>

**Cc:** J Edward Bell <[jeb@edbelllaw.com](mailto:jeb@edbelllaw.com)>; Patricia Stephenson <[pstephenson@edbelllaw.com](mailto:pstephenson@edbelllaw.com)>; Carter, J. Kenneth

<[KCarter@TurnerPadget.com](mailto:KCarter@TurnerPadget.com)>; 'Speer, Taylor' <[TSpeer@TurnerPadget.com](mailto:TSpeer@TurnerPadget.com)>; Steinberg, David <[DAS@msk.com](mailto:DAS@msk.com)>

**Subject:** RE: [EXTERNAL] Re: Does 1-9 v. Murphy et al.

Marc,

Please see attached.

Best,

Josh

---

**From:** Mayer, Marc [<mailto:MEM@msk.com>]

**Sent:** Wednesday, July 15, 2020 6:11 PM

**To:** Joshua Salley <[JSalley@edbelllaw.com](mailto:JSalley@edbelllaw.com)>

**Cc:** J Edward Bell <[jeb@edbelllaw.com](mailto:jeb@edbelllaw.com)>; Patricia Stephenson <[pstephenson@edbelllaw.com](mailto:pstephenson@edbelllaw.com)>; Carter, J. Kenneth <[KCarter@TurnerPadget.com](mailto:KCarter@TurnerPadget.com)>; 'Speer, Taylor' <[TSpeer@TurnerPadget.com](mailto:TSpeer@TurnerPadget.com)>; Steinberg, David <[DAS@msk.com](mailto:DAS@msk.com)>

**Subject:** RE: [EXTERNAL] Re: Does 1-9 v. Murphy et al.

Thanks, Josh.

Would it be possible for you to send me a red-line against the First Amended Complaint?

Also, I am adding to the thread Kenneth Carter and Taylor Speer t the Turner Padget firm, who will be assisting us as local counsel in this matter.



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**Marc Mayer | Partner, through his professional corporation**

T: 310.312.3154 | [mem@msk.com](mailto:mem@msk.com)

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---

**From:** Joshua Salley <[JSalley@edbelllaw.com](mailto:JSalley@edbelllaw.com)>

**Sent:** Wednesday, July 15, 2020 3:01 PM

**To:** Mayer, Marc <[MEM@msk.com](mailto:MEM@msk.com)>

**Cc:** J Edward Bell <[jeb@edbelllaw.com](mailto:jeb@edbelllaw.com)>; Patricia Stephenson <[pstephenson@edbelllaw.com](mailto:pstephenson@edbelllaw.com)>

**Subject:** RE: [EXTERNAL] Re: Does 1-9 v. Murphy et al.

-EXTERNAL MESSAGE-

Marc,

Attached is the Second Amended Complaint which I will file once you have given final approval that it conforms with what we have previously discussed. (preferably this evening.) Once filed and entered by the clerk of court I will provide you with a waiver of service to be completed and filed. If you have any questions or concerns, please let me know.

Best,

Josh

---

**From:** Mayer, Marc [<mailto:MEM@msk.com>]  
**Sent:** Wednesday, July 15, 2020 4:48 PM  
**To:** Joshua Salley <[JSalley@edbelllaw.com](mailto:JSalley@edbelllaw.com)>  
**Cc:** J Edward Bell <[jeb@edbelllaw.com](mailto:jeb@edbelllaw.com)>; Patricia Stephenson <[pstephenson@edbelllaw.com](mailto:pstephenson@edbelllaw.com)>  
**Subject:** RE: [EXTERNAL] Re: Does 1-9 v. Murphy et al.

Josh –

Attached is a revised version of the tolling agreement. Please let us know your thoughts and comments.



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**Marc Mayer | Partner, through his professional corporation**

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**From:** Joshua Salley <[JSalley@edbelllaw.com](mailto:JSalley@edbelllaw.com)>  
**Sent:** Wednesday, July 15, 2020 10:20 AM  
**To:** Mayer, Marc <[MEM@msk.com](mailto:MEM@msk.com)>  
**Cc:** J Edward Bell <[jeb@edbelllaw.com](mailto:jeb@edbelllaw.com)>; Patricia Stephenson <[pstephenson@edbelllaw.com](mailto:pstephenson@edbelllaw.com)>  
**Subject:** RE: [EXTERNAL] Re: Does 1-9 v. Murphy et al.

-EXTERNAL MESSAGE-

Marc,

I will be awaiting the revisions.

Best,

Josh

**From:** Mayer, Marc [<mailto:MEM@msk.com>]  
**Sent:** Wednesday, July 15, 2020 1:18 PM  
**To:** Joshua Salley <[JSalley@edbelllaw.com](mailto:JSalley@edbelllaw.com)>  
**Cc:** J Edward Bell <[jeb@edbelllaw.com](mailto:jeb@edbelllaw.com)>; Patricia Stephenson <[pstephenson@edbelllaw.com](mailto:pstephenson@edbelllaw.com)>  
**Subject:** RE: [EXTERNAL] Re: Does 1-9 v. Murphy et al.

Josh - I received some substantial revisions from our client. I will be sending a new version of this document shortly.

Sent with BlackBerry Work  
([www.blackberry.com](http://www.blackberry.com))

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**From:** Joshua Salley <[JSalley@edbelllaw.com](mailto:JSalley@edbelllaw.com)>  
**Date:** Tuesday, Jul 14, 2020, 5:32 PM  
**To:** Mayer, Marc <[MEM@msk.com](mailto:MEM@msk.com)>  
**Cc:** J Edward Bell <[jeb@edbelllaw.com](mailto:jeb@edbelllaw.com)>; Patricia Stephenson <[pstephenson@edbelllaw.com](mailto:pstephenson@edbelllaw.com)>  
**Subject:** [EXTERNAL] Re: Does 1-9 v. Murphy et al.

-EXTERNAL MESSAGE-  
Marc,

Thank you for getting this to us. Once reviewed I will reach back out!

Best,

Josh

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---

**From:** Mayer, Marc <[MEM@msk.com](mailto:MEM@msk.com)>  
**Sent:** Tuesday, July 14, 2020 7:21:07 PM  
**To:** Joshua Salley <[JSalley@edbelllaw.com](mailto:JSalley@edbelllaw.com)>  
**Cc:** J Edward Bell <[jeb@edbelllaw.com](mailto:jeb@edbelllaw.com)>; Patricia Stephenson <[pstephenson@edbelllaw.com](mailto:pstephenson@edbelllaw.com)>  
**Subject:** RE: Does 1-9 v. Murphy et al.

Josh –

I am attaching a draft tolling agreement. I have not yet received comments from our client, so I will need to reserve our right to make additional edits and changes. But in the interests of time, I wanted to get this to you quickly.

Let us know if you have any edits or comments.





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**From:** Joshua Salley <[JSalley@edbelllaw.com](mailto:JSalley@edbelllaw.com)>

**Sent:** Tuesday, July 14, 2020 1:01 PM

**To:** Mayer, Marc <[MEM@msk.com](mailto:MEM@msk.com)>

**Cc:** J Edward Bell <[jeb@edbelllaw.com](mailto:jeb@edbelllaw.com)>; Patricia Stephenson <[pstephenson@edbelllaw.com](mailto:pstephenson@edbelllaw.com)>

**Subject:** [EXTERNAL] RE: Does 1-9 v. Murphy et al.

-EXTERNAL MESSAGE-

Great. I am going to go ahead and get the amended complaint filed.

Thanks,

Josh

---

**From:** Mayer, Marc [<mailto:MEM@msk.com>]

**Sent:** Tuesday, July 14, 2020 3:38 PM

**To:** Joshua Salley <[JSalley@edbelllaw.com](mailto:JSalley@edbelllaw.com)>

**Cc:** J Edward Bell <[jeb@edbelllaw.com](mailto:jeb@edbelllaw.com)>; Patricia Stephenson <[pstephenson@edbelllaw.com](mailto:pstephenson@edbelllaw.com)>

**Subject:** RE: Does 1-9 v. Murphy et al.

That's fine. I will circulate a draft tolling agreement this afternoon.



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**From:** Joshua Salley <[JSalley@edbelllaw.com](mailto:JSalley@edbelllaw.com)>

**Sent:** Tuesday, July 14, 2020 11:37 AM

**To:** Mayer, Marc <[MEM@msk.com](mailto:MEM@msk.com)>  
**Cc:** J Edward Bell <[jeb@edbelllaw.com](mailto:jeb@edbelllaw.com)>; Patricia Stephenson <[pstephenson@edbelllaw.com](mailto:pstephenson@edbelllaw.com)>  
**Subject:** [EXTERNAL] Re: Does 1-9 v. Murphy et al.

-EXTERNAL MESSAGE-

Marc,

If you are still amenable to entering into a tolling agreement regarding MG USA for peace of mind, we can proceed with amending the complaint such that MG Freesites, Ltd. is the named entity. Please let me know.

Best,

Josh

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---

**From:** Mayer, Marc <[MEM@msk.com](mailto:MEM@msk.com)>  
**Sent:** Tuesday, July 14, 2020 2:08:56 PM  
**To:** Joshua Salley <[JSalley@edbelllaw.com](mailto:JSalley@edbelllaw.com)>  
**Cc:** J Edward Bell <[jeb@edbelllaw.com](mailto:jeb@edbelllaw.com)>; Patricia Stephenson <[pstephenson@edbelllaw.com](mailto:pstephenson@edbelllaw.com)>  
**Subject:** RE: Does 1-9 v. Murphy et al.

Josh –

This was yet another case where the plaintiff sued the wrong entity. I am attaching the Answer filed in that case, which is consistent with what we discussed.

As discussed, we obviously cannot control who you decide to name as a defendant. However, including MindGeek USA in the lawsuit is a waste of time and money, since that entity has no involvement with Pornhub. Discovery will only confirm what I have told you.



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**From:** Joshua Salley <[JSalley@edbelllaw.com](mailto:JSalley@edbelllaw.com)>  
**Sent:** Tuesday, July 14, 2020 4:49 AM  
**To:** Mayer, Marc <[MEM@msk.com](mailto:MEM@msk.com)>

**Cc:** J Edward Bell <[jeb@edbelllaw.com](mailto:jeb@edbelllaw.com)>; Patricia Stephenson <[pstephenson@edbelllaw.com](mailto:pstephenson@edbelllaw.com)>

**Subject:** [EXTERNAL] Does 1-9 v. Murphy et al.

-EXTERNAL MESSAGE-

Marc,

After we spoke yesterday, I did some further digging and found this case. Could you please take a look and let me know your thoughts?

KELLY v. MINDGEEK USA, INC. (1:18-cv-10305)

Thanks,

Josh

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# EXHIBIT C

**ΕΠΑΡΧΙΑΚΟ ΔΙΚΑΣΤΗΡΙΟ ΛΕΥΚΩΣΙΑΣ**

**Ενώπιον:** Ν. Ταλαρίδου- Κοντοπούλου, Ε.Δ.

**Αρ. Αίτησης: 168/2020**

**Αναφορικά με την Εταιρεία MG FREESITES II LTD**

**-και-**

**Αναφορικά με τον Περί Εταιρειών Νόμου Κεφ. 113**

**Αίτηση ημερομηνίας 06/03/2020 από την MG FREESITES II LTD - Αιτήτρια**

Μετά από Αίτηση των κ.κ. ΓΙΩΡΓΟΣ ΧΑΡΑΛΑΜΠΙΔΗΣ & ΣΙΑ Δ.Ε.Π.Ε., δικηγόρων για την Αιτήτρια, παρουσιασθείσης προς Ακρόαση στην παρουσία του κου Χαραλαμπίδη, δικηγόρου για την Αιτήτρια και του Εφόρου Εταιρειών και Επίσημου Παραλήπτη μη εμφανισθέντος αν και δεόντως ειδοποιηθέντος, **ΤΟ ΔΙΚΑΣΤΗΡΙΟ ΤΟΥΤΟ** αφού ανέγνωσε την Αίτηση, την Ένορκη Δήλωση και την Συμπληρωματική Ένορκη Δήλωση που καταχωρήθηκαν εκ μέρους της Αιτήτριας, και αφού άκουσε παν ό, τι λέχθηκε από τον πιο πάνω δικηγόρο,

**ΔΙΑ ΤΟΥ ΠΑΡΟΝΤΟΣ ΕΚΔΙΔΕΙ ΔΙΑΤΑΓΜΑ ΜΕ ΤΟ ΟΠΟΙΟ ΔΙΑΤΑΤΤΕΙ ΚΑΙ ΕΠΙΚΥΡΩΝΕΙ** το Σχέδιο Αναδιοργάνωσης το οποίο εγκρίθηκε ομόφωνα από την Έκτακτη Γενική Συνέλευση των Μετόχων της Εταιρείας MG FREESITES II LTD και καθίσταται δεσμευτικό για την Εταιρεία τους μετόχους και πιστωτές αυτής.

**ΚΑΙ ΠΕΡΑΙΤΕΡΩ ΤΟ ΔΙΚΑΣΤΗΡΙΟ ΤΟΥΤΟ ΕΚΔΙΔΕΙ ΔΙΑΤΑΓΜΑ ΜΕ ΤΟ ΟΠΟΙΟ ΔΙΑΤΑΤΤΕΙ** όπως μεταβιβασθεί ολόκληρη η επιχείρηση και ιδιοκτησία της Εταιρείας MG FREESITES II LTD στην Αιτήτρια.

**ΚΑΙ ΠΕΡΑΙΤΕΡΩ ΤΟ ΔΙΚΑΣΤΗΡΙΟ ΤΟΥΤΟ ΕΚΔΙΔΕΙ ΔΙΑΤΑΓΜΑ ΜΕ ΤΟ ΟΠΟΙΟ ΔΙΑΤΑΤΤΕΙ** όπως συνεχιστεί η νομική διαδικασία που εκκρεμεί εναντίον της Εταιρείας MG FREESITES II LTD από την Αιτήτρια.

**ΚΑΙ ΠΕΡΑΙΤΕΡΩ ΤΟ ΔΙΚΑΣΤΗΡΙΟ ΤΟΥΤΟ ΕΚΔΙΔΕΙ ΔΙΑΤΑΓΜΑ ΜΕ ΤΟ ΟΠΟΙΟ ΔΙΑΤΑΤΤΕΙ** όπως η Εταιρεία MG FREESITES II LTD διαλυθεί χωρίς εκκαθάριση.

Δόθηκε στις 10/12/2020.

Συντάχθηκε στις 21/12/2020.

(Υπ.) Ν. Ταλαρίδου- Κοντοπούλου, Ε.Δ.

Πιστόν Αντίγραφο

  
Πρωτοκολλητής  
BM



# ENGLISH TRANSLATION

23/12/2020 13:55

22663966

CRITON A. PAPALOIZOU

PAGE 01/01

**DISTRICT COURT OF NICOSIA**

**Before:** N. Talaridou-Kontopoulou, District Court Judge

**Application Number: 168/2020**

**Regarding the company MG FREESITES II LTD**

**-and-**

**Regarding the Companies Law Chapter 113**

**Application date 06/03/2020 by MG FREESITES II LTD – Applicant**

With the Application filed by the law firm GIORGOS CHARALAMBIDIS & CO LLC, attorneys for the Applicants, which was brought for hearing in the presence of the Mr Charalambidis, attorney for the Applicants, with the Registrar of Companies and Official Receiver not appearing although they were duly notified, **THIS COURT** read the Application, the Affidavit and the Supplemental Affidavit filed on behalf of the Applicants and heard everything the above attorney argued, and

**HEREBY GIVES AN ORDER THAT ORDERS AND VERIFIES the Restructuring Plan that was unanimously approved by the Extraordinary General Meeting of the Shareholders of the Company MG FREESITES II LTD, which becomes binding upon the company's shareholders and creditors.**

**AND THIS COURT FURTHER GIVES AN ORDER THAT ORDERS the transfer of the entire business and ownership of MG FREESITES II LTD to the Applicant.**

**AND THIS COURT FURTHER GIVEN AN ORDER THAT ORDERS to continue the legal proceedings pending against MG FREESITES II LTD by the Applicant.**

**AND THIS COURT FURTHER GIVEN AN ORDER THAT ORDERS MG FREESITES II LTD to dissolve without a liquidation.**

Given on 10.12.2020

Prepared on 21.12.2020

(Signed) N. Talaridou-Kontopoulou, District Court Judge

True Copy

[signed-illegible signature]

Court Registrar

/BM

[Round Seal: DISTRICT COURT OF NICOSIA]